

P01000012615

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
IBIDAMERICA, INC.

Certificate of Status	0
Certified Copy	1
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CARE CONCEPTS ACQUISITION SUB, INC., a Florida corporation, document
number P02000114189

INTO

IBIDAMERICA, INC., a Florida entity, P01000012615

File date: December 3, 2002 =

Corporate Specialist: Karen Gibson _



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 2, 2002

IBIDAMERICA, INC.
934 N. UNIVERSITY DRIVE
202
CORAL SPRINGS, FL 33071

SUBJECT: IBIDAMERICA, INC.
REF: P01000012615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

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Department of State 11/27/2002 9:37 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 27, 2002

IBIDAMERICA, INC.
934 N. UNIVERSITY DRIVE
202
CORAL SPRINGS, FL 33071

SUBJECT: IBIDAMERICA, INC.
REF: P01000012615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

#2 OF THE PLAN OF MERGER STATES THAT THE SURVIVORS ARTICLES SHALL BE AMENDED AND RESTATED. PLEASE PROVIDE A COPY OF THE AMENDED AND RESTATED ARTICLES AS AN ATTACHMENT TO THIS MERGER.

PAGE 1 OF THE DOCUMENT ENDS WITH #3 AND PAGE 2 STARTS IN THE MIDDLE OF A PARAGRAPHE, COULD PAGES BE MISSING????????????

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Darlene Connell
Document Specialist

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
CARE CONCEPTS ACQUISITION SUB, INC.
(a Florida corporation)
INTO
IBIDAMERICA, INC.
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** CARE CONCEPTS ACQUISITION SUB, INC., a Florida corporation bearing Document #P02000114189 ("Acquisition"), and wholly owned subsidiary of Care Concepts I, Inc., a Delaware corporation ("Parent Corporation"), shall be merged (the "Merger") with and into IBIDAMERICA, INC., a Florida corporation bearing Document P01000012615 ("IBID"). IBID and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." IBID shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of IBID in existence as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, except that such Articles of Incorporation shall be amended and restated to read in their entirety substantially the same as the Articles of Incorporation of the Acquisition (with the name IBID being substituted for that of Acquisition), and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law. The Bylaws of IBID in existence as of the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date, except that such Bylaws shall be amended and restated to read in their entirety substantially the same as the Bylaws of the Acquisition (with the name IBID being substituted for that of Acquisition) until the same shall be amended or repealed in accordance with the provisions thereof or applicable law.

3. **Succession.** On the Effective Date, IBID shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

Brian Pearlman, Esq., FLA. BAR #0157023
Adomo & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) every share of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, (ii) every share of common stock of IBID issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of Parent Corporation; and (iii) every share of preferred stock of IBID issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and none-assessable share of preferred stock of Parent Corporation, with the shares of preferred stock having the same rights, designations and preferences as the preferred stock of IBID.

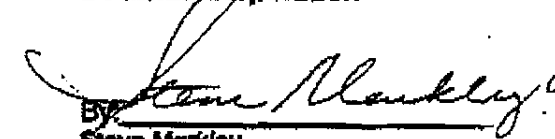
SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

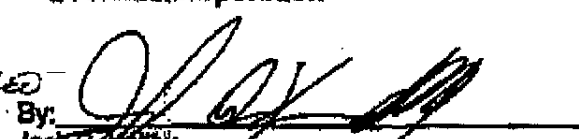
THIRD: The Plan of Merger was adopted by the board of directors and stockholders of IBID on the 12th day of November, 2002, and by the board of directors and stockholders of Acquisition on the 25th day of November, 2002.

Signed this 25th day of November, 2002.

IBIDAMERICA, INC.
a Florida corporation

**CARE CONCEPTS ACQUISITION SUB,
INC.**
a Florida corporation

By: 
Steve Markley
Its: Chief Executive Officer
November 22, 2002

By: 
Jack D. Wiley
Its: Sole Officer and Director

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF IBIDAMERICA, INC.**

The undersigned, being the Chief Executive Officer of IBIDAMERICA, INC. (hereinafter the "Corporation"), a Florida corporation, does hereby certify and set forth:

1. The Articles of Incorporation are amended and restated in accordance with the Articles of Merger by and between the Corporation and Care Concepts Acquisition Sub, Inc.

2. The Amended and Restated Articles of Incorporation were adopted by the Corporation's sole shareholder and the Board of Directors on November 27, 2002. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be: IBIDAMERICA, INC.

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 760 E. McNab Road, Pompano Beach, Florida 33060.

**ARTICLE III.
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) thirty million (30,000,000) shares of common stock, par value \$.0001 per share, of which 25,000,000 shares have been designated as Common Stock and (ii) five million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share.

Brian A. Pearlman, Esq., FLA. BAR # 0157023
Adamo & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301

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Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Preferred Stock as adopted by the Board of Directors.

**ARTICLE V.
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI.
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Steve Markley
IBIDAMERICA, INC.
760 E. McNab Road
Pompano Beach, Florida 33060

**ARTICLE VII.
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII.
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Steve Markley, 760 E. McNab Road, Pompano Beach, Florida 33060.

**ARTICLE IX.
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE X.
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI.
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

This Amendment to the Articles of Incorporation, which supersedes the original Articles of Incorporation of the Corporation, was authorized by the unanimous written consent of the Board of Directors followed by the unanimous written consent of the shareholders of the corporation.

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IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation of IBIDAMERICA, INC., a Florida corporation, has been executed this 27th day of November, 2002.


Steve Markley
Chief Executive Officer and Director

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

IBIDAMERICA, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 760 E. McNab Road, Pompano Beach, Florida 33060, has named Steve Markley, whose address is 760 E. McNab Road, Pompano Beach, Florida 33060, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 
Steve Markley